

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ARISTA RECORDS LLC; ATLANTIC
RECORDING CORPORATION; ARISTA
MUSIC, fka BMG MUSIC; CAPITOL
RECORDS, LLC, fka CAPITOL RECORDS,
INC.; ELEKTRA ENTERTAINMENT
GROUP INC.; INTERSCOPE RECORDS;
LAFACE RECORDS LLC; MOTOWN
RECORD COMPANY, L.P.; PRIORITY
RECORDS LLC; SONY MUSIC
ENTERTAINMENT, fka SONY BMG
MUSIC ENTERTAINMENT; UMG
RECORDINGS, INC.; VIRGIN RECORDS
AMERICA, INC.; and WARNER BROS.
RECORDS INC.,

Plaintiffs,

v.

LIME WIRE LLC; LIME GROUP LLC;
MARK GORTON; and M.J.G. LIME WIRE
FAMILY LIMITED PARTNERSHIP,

Defendants.

06 Civ. 05936 (KMW)
ECF CASE

**DECLARATION OF KELLY M. KLAUS IN SUPPORT OF PLAINTIFFS'
OPPOSITION TO DEFENDANTS' MOTION *IN LIMINE* #3 TO EXCLUDE EVIDENCE
AND ARGUMENT CONCERNING CERTAIN NON-PARTIES' INVOCATION OF THE
FIFTH AMENDMENT PRIVILEGE AGAINST SELF-INCRIMINATION**

Glenn D. Pomerantz (*pro hac vice*)
Kelly M. Klaus (*pro hac vice*)
Melinda E. LeMoine
Jonathan H. Blavin (*pro hac vice*)
Munger, Tolles & Olson LLP
355 South Grand Avenue
Los Angeles, CA 90071
(213) 683-9100
Attorneys for Plaintiffs

Date: April 6, 2011

I, Kelly M. Klaus, hereby declare as follows:

1. I am a partner in the law firm of Munger, Tolles & Olson LLP, counsel of record for Plaintiffs. I make this Declaration in support of Plaintiffs' Opposition to Defendants' Motion in Limine #3 to Exclude Evidence and Argument Concerning Certain Non-Parties' Invocation of the Fifth Amendment Privilege Against Self Incrimination. The contents of this Declaration are based upon my own personal knowledge, and if called upon to do so, I could and would testify competently to the matters stated herein.

2. Attached hereto as Exhibit 1 is a true and correct copy of excerpts from the March 28, 2008 deposition of Kevin Faaborg.

3. Attached hereto as Exhibit 2 is a true and correct copy of excerpts from the December 10, 2010 deposition of Kevin Faaborg.

4. Attached hereto as Exhibit 3 is a true and correct copy of excerpts from the April 12, 2008 deposition of Christine Nicponski.

5. Attached hereto as Exhibit 4 is a true and correct copy of excerpts from the March 29, 2008 deposition of David Nicponski.

6. Attached hereto as Exhibit 5 is a true and correct copy of excerpts from the February 7, 2011 deposition of Mark Gorton.

7. Attached hereto as Exhibit 6 is a true and correct copy of the Declaration of Kevin Faaborg (filed Nov. 23, 2010).

8. Attached hereto as Exhibit 7 is a true and correct copy of excerpts from Defendants' Response to Statement of Material Facts and Additional Material Facts Pursuant to Local Rule 56.1(b) (filed Sept. 26, 2008).

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Dated: April 6, 2011
Los Angeles, CA

/s/ Kelly M. Klaus

Kelly M. Klaus